19 Mark 1979

MEMORANDUM FOR: President, Employee Activity Association

NTL FROM

NTL

EAA Executive Officer

SUBJECT : Vacancy on EAA Board of Directors

STATINTL Upon the retirement of the Board to replace him. This action was e1ected| consistent with Article V, Section 4, of the By-laws, which reads:

> "Vacancies. Any vacancies in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired term by the Directors then serving. Any Director so elected shall hold office until the next succeeding annual meeting of the members or until the election and qualification of his successor."

The last sentence of this Section is somewhat confusing, in that Board Members are not elected at annual meetings. are elected according to Article V, Section 2, which reads:

> "Election. The business and property of the corporation shall be managed and controlled by the Board of Directors, four of whom, representing four directorates to hold office until the election and qualification of their respective successors except as hereinafter otherwise provided for filling vacan-The Directors of the social-cultural and the athletic directorates shall be elected in evennumbered years and the directors of the selfimprovement and the special events directorates shall be elected in odd-numbered years. Director of Personnel will appoint the member-atlarge in odd-numbered years to serve for two years. Directors must be members of the corporation."

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INTL

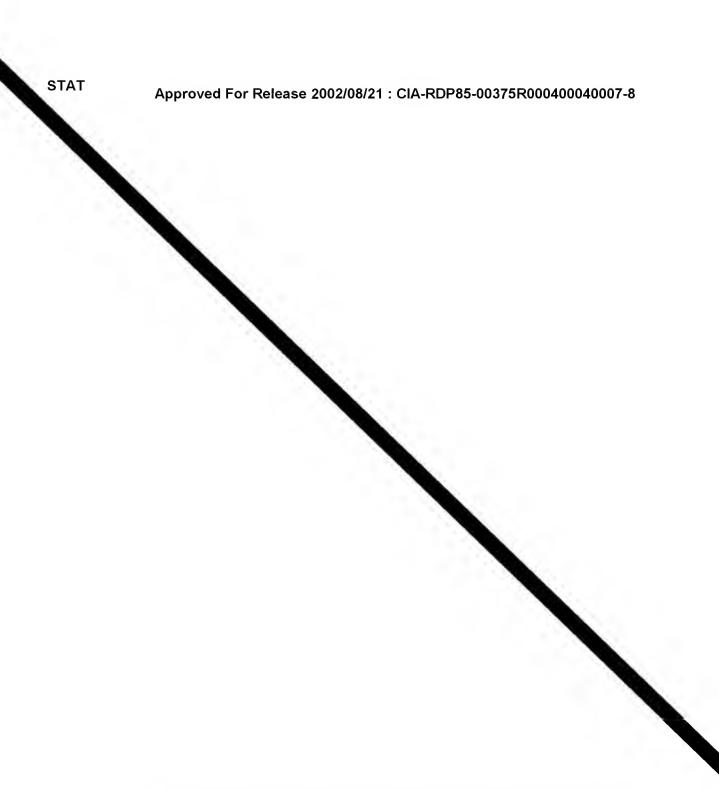
Distribution:

AGREE:

0 - Return to C/BSD

1 - AD/Pers

1 - C/BSD (w/h)



	ROUTI	NG AN	RECOR	D SHEET	
UBJECT: (Optional)					
RON			EXTENSION	NO.	
OGC 7C40 Hqs.				3 April 1979	ST
O: (Officer designation, room number uilding)	r, and RECEIV	DATE ED FORWARDE	OFFICER'S INITIALS	COMMENTS (Number each comment to show from to whom. Drow a line across column ofter each comm	
DC/BSD 5E56 Hqs.	4	1/4	Sad B	Ernie:	
2. C/BD				As I advised in our phone conversation, Articl V, section 4 must be read,	
3. 4.				if at all possible, in a manner which will give eff to all its terms. The las sentence would then be	
5.				interpreted to provide alternatives which would be applicable for a vacancy w	٧i
5.				less than one year to run one with over one year to run, respectively. Accordingly, I have no legal	1 –
7.				objection to the Board appointing a new social/cult representative to fill a term expiring in 1980.	tu
9.				Alternatively, the Board he the authority to hold an advisory election and apport	οi
,				the individual selected, they so deserve.	
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